

Ref: GL026/2012

24 September, 2012

TO: The President
The Stock Exchange of Thailand

RE: The announcement of EGM No. 2/2012

According to the resolution from the Extraordinary General Meeting of Shareholders No. 1/2012 held on 12 September, 2012, the shareholders approved the issuance of Warrant No. 6 (GL-W2) as well as the decreasing/increasing of the Company's registered capital to reserve for the exercising of the said warrant.

However, after consulting with the relevant authorities, in order for the Company to register such capital increase resolution according to the Public Company Limited Act, the Company has to arrange the EGM No.2/2012 to technically re-approving the new increasing of registered capital reserving for the issuance of Warrant No. 6 (GL-W2). However, to ensure that there is no confusion, the Company would like to re-emphasize that this procedure will not have any impact on the resolution to approve the issuance of warrant GL-W2 and such resolution will still be effective. The list of shareholders who have the right to receive the warrants and other conditions including offering ratio, offering price and exercise price will remain the same.

Therefore, to achieve the objective as mentioned above, the Company would like to inform the resolutions of the Board of Directors' Meeting No. 11/2012 held on 24 September, 2012 in order to propose the shareholders to consider and approve the following agendas:

1. Approve the cancellation of the resolutions from the EGM No. 1/2012 held on 12 Sept. 2012 only the matters concerning the decreasing/increasing of capital and the amendment of the Company's Memorandum of Association (appeared in agenda 3-6 of the EGM No.1/2012)
2. Approve the decreasing of registered capital in an amount 104,536,095 Baht (20,907,219 ordinary shares) to reflect the paid-up capital of the Company after reserving for the exercising of the existing warrants which have not yet expired in an amount 7.5 million Baht so that the registered capital of the Company shall be changed from 456,900,000 Baht (91,380,000 ordinary shares) to the new registered capital of 352,363,905 Baht (70,472,781 ordinary shares).
3. Approve the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of registered capital as follows:

"No. 4 Registered capital : 352,363,905 Baht (Three hundred fifty-two million three hundred sixty-three thousand nine hundred and five Baht only)
Divided into : 70,472,781 Shares (Seventy million four hundred seventy-two thousand seven hundred eighty-one shares)
Par value of : 5 Baht (Five Baht only)
Divided into :
Ordinary shares : 70,472,781 Shares (Seventy million four hundred seventy-two thousand seven hundred eighty-one shares)
Preferred shares : -0- Share (none)"

4. Approve the increasing of capital in an amount of 103,074,095 Baht (20,614,819 ordinary shares) for the purpose of General Mandate

5. Approve the increasing of registered capital in an amount of 114,954,635 Baht (22,990,927 ordinary shares) as shares reserved for the exercising of Warrant No. 6 (GL-W2)
6. Approve the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of registered capital for the purpose of General Mandate and share reservation for the exercising of Warrant No. 6 (GL-W2) as follows:

"No. 4 Registered capital : 570,392,635 Baht (Five hundred seventy million three hundred ninety-two thousand six hundred thirty-five Baht only)

Divided into	:	114,078,527	Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)
Par value of	:	5	Baht (Five Baht only)
Divided into :			
Ordinary shares	:	114,078,527	Shares (One hundred fourteen million seventy-eight thousand five hundred twenty-seven shares)
Preferred shares	:	-0-	share (none)"

7. Approve the allocation of the increased capital of 218,028,730 Baht (43,605,746 ordinary shares) as follows:

- To allocate the increased ordinary shares of not exceeding 22,990,927 ordinary shares at 5 Baht par value to reserve for the exercise of warrant No. 6 (GL-W2)
- To allocate the increased ordinary shares of not exceeding 20,614,819 ordinary shares at 5 Baht par value in accordance with General Mandate, for rights offering to the existing shareholders according to their share holding ratio as well as approve for the Board of Directors to have the authority to consider and approve the selling of the shares altogether in one time or many times provided that the increased paid-up capital should not exceed 29.98% of the paid-up capital on the date the Board of Directors has the resolution on the capital increase or the total of 20,614,819 ordinary shares as well as to have the authority to determine the offering price, the offering date and time including other details and conditions in relations to the allocation of the right offering shares. Such allocation is to be finished within the next Annual General Meeting of Shareholders or within the date determined by law to arrange for the next Annual General Meeting of Shareholders whichever is earlier.

8. The Extraordinary General Meeting of Shareholders No. 2/2012 shall be held on Thursday, 25 October, 2012 at 10.00 a.m. at Boardroom, 4th floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi-rangsit Rd., Laksi, Donmueang, Bangkok 10210. The agenda shall be as follows:

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2012 held on 12 September, 2012

Agenda 2 To consider and acknowledge the Interim Dividend Payment

Agenda 3 To consider and approve the cancellation of the resolution from EGM No. 1/2012 only the matters concerning the decreasing/increasing of capital and the amendment of the Company's Memorandum of Association (appeared in agenda 3-6 of the EGM No.1/2012)

Agenda 4 To consider and approve the decreasing of the Company's registered capital to reflect the paid-up capital after reserving for the exercising of warrant which has not yet expired

- Agenda 5 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the decreasing of capital
- Agenda 6 To consider and approve the increasing of capital for the purpose of General Mandate
- Agenda 7 To consider and approve the increasing of capital by issuing new ordinary shares to reserve for the exercising of warrant No. 6 (GL-W2)
- Agenda 8 To consider and approve the amendment of the Company's Memorandum of Association No. 4 to reflect the increasing of capital
- Agenda 9 To consider and approve the allocation of the increased capital shares to reserve for the exercising of Warrant No. 6 (GL-W2) and the increasing of capital under General Mandate
- Agenda 10 To consider any other business (if any)

The record date to determine the shareholders' right to attend the Extraordinary General Shareholders' Meeting No. 2/2012 is set to be on 8 October, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 9 October, 2012.

As mentioned above the company would like to emphasize that this Extraordinary General Meeting of Shareholders No. 2/2012 is arranged to amend the decreasing/increasing of capital as advised by relevant authorities only and does ***not affect*** the previous resolution on the issuance of Warrant approved in the Extraordinary General Meeting of Shareholders No. 1/2012 as such the record date to determine the list of shareholders entitled to receive the warrant also remains the same that is on the 20 September, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 21 September, 2012.

Please be informed accordingly.

Yours sincerely,

(Mr. Deepong Sahachartsiri)
Director

Capital Increase Report Form
Group Lease Public Company Limited
24 September , 2012

The Board of Directors, Meeting No.11/2012 of Group Lease Public Company Limited, held on 24 September, 2012 at 63 Soi 1 Thetsabannimitai Road Ladyao, Chatuchak, Bangkok, adopted the following resolutions in respect of a capital increase/share allotment as follows:

1. Capital increase:

The meeting of the Board of Directors adopted the resolution approving the decrease of the Company's capital for 104,536,095 Baht (20,907,219 ordinary shares) from 456,900,000 Baht (91,380,000 ordinary shares) to 352,363,905 Baht (70,472,781 ordinary shares) to be in relation to the paid-up capital after reserving for the exercising of the existing warrants which have not expired amounted 7,500,000 Baht and increase the Company's registered capital by issuing new ordinary shares of 43,605,746 shares with par value of 5 Baht per share or the total increased capital of 218,028,730 Baht to reserve for the increasing of registered capital for the purpose of General Mandate amount 103,074,095 Baht (20,614,819 ordinary shares) and to reserve for the exercise of the warrant to be offered to the existing shareholders according to the share holding ratio amount 114,954,635 Baht (22,990,927 ordinary shares). Therefore, the Company's registered capital will be increased from 352,363,905 Baht (70,472,781 ordinary shares) to 570,392,635 Baht (114,078,527 ordinary shares).

Type of Capital Increase	Type of Share	Number of Shares(shares)	Par value (THB/share)	Total (THB)
Specifying the purpose of utilizing proceeds	Ordinary	22,990,927	5	114,954,635
General Mandate	Ordinary	20,614,819	5	103,074,095

2. Allotment of new shares:

The Board of Directors' Meeting had resolved to approve the allocation of not exceeding 43,605,746 ordinary shares at 5 Baht par value total 218,028,730 Baht as follows:

2.1 Details of the allocation

2.1.1 Specifying the purpose of utilizing proceeds

Allocation to	No. of shares	Ratio (old : new)	Price per share(THB)	Subscription and payment period
To reserve for the exercise of warrant #6 (GL-W2)	22,990,927	1 : 1	35	5-9 November, 2012

2.1.2 General Mandate

Allocation to	Type of Share	Amount of Share (share)	% of paid-up capital
The existing shareholders (Right Offering)	Ordinary	Not exceeding 20,614,819	29.98

2.2) The Company's plan in case where there is a fraction of Shares remaining

The Board of Directors or Executive Board or Authorized Director have discretion to round down the fraction or undertake other actions as necessary and appropriate in order to have a successful share capital increase.

2.3) The number of shares remaining from the allotment

- None -

3. Schedule for shareholders meeting to approve the capital increase/allotment

The Extraordinary General Shareholders' Meeting No.2/2012 is scheduled to be held on 25 October, 2012 at 10.00 a.m. at Boardroom, 4th fl., The Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rungsit Rd., Laksi, Donmuang, Bangkok. The record date to determine name of shareholders who have right to attend the meeting is on 8 October, 2012 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 9 October, 2012.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company will register the capital increase at the Ministry of Commerce, Thailand after getting approval from EGM.

4.2 The Company will propose for approval from the Stock Exchange of Thailand to accept the said Warrant to be listed and traded in the Stock Exchange of Thailand

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- More flexible and efficient funding structure for the business expansion
- Revolving fund for future
- Increasing share liquidity

6. Benefits which the Company will receive from the capital increase/share allotment:

- Business and profit growth
- Strengthen financial structure
- Minimizing financial risk
- Revolving fund for future

7. Benefits which the shareholders will receive from the capital increase/share allotment:

Dividend payment policy stated to pay not less than 40% of net profit, shareholders may have more dividend payment if the company gains more profit from the operation.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

- none -

9. Schedule of action when the Board of Directors of the Company passes a Resolution approving the capital increase or allotment of new shares:

Actions	Scheduled Date
The Board of Director's meeting No.11/2012	24 September, 2012
Resolutions of the Board disclosed to SET	24 September, 2012
Record date to determine name of shareholders who have right to attend the Extraordinary Shareholder's Meeting no.2/2012	8 October, 2012
The Extraordinary Shareholder's Meeting No.2/2012	25 October, 2012
Resolutions of Extraordinary Shareholder's to SET	25 October, 2012
Record date to determine the right to subscribe the Right Offering (GL-W2)	20 September 2012
Right Warrant Subscription and Payment period	5-9 November, 2012